

EXHIBIT A—DECLARATION

**IN THE UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION**

In re:

SD-CHARLOTTE, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-30149-LTB

Jointly Administered

**DECLARATION OF DAVID H. CONAWAY IN SUPPORT OF APPLICATION TO
EMPLOY SHUMAKER, LOOP & KENDRICK, LLP AS LOCAL CO-COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to Rule 2014(a) of the Bankruptcy Rules, and personally appearing before the undersigned attesting officer, duly authorized to administer oaths, David H. Conaway, who being duly sworn, states and declares as follows:

1. I am a partner with the firm of Shumaker, Loop & Kendrick, LLP (“SLK” or the “Firm”), located at 101 S. Tryon Street, Suite 2200, Charlotte, North Carolina 28280, and have been duly admitted to practice in the State of North Carolina, the United States District Court for the Western District of North Carolina, and the United States Bankruptcy Court for the Western District of North Carolina. This Declaration is submitted in support of the *Ex Parte* Application to Employ Shumaker, Loop & Kendrick, LLP as Local Co-Counsel for the Official Committee of Unsecured Creditors.

2. I am not, nor is SLK, an insider of the Debtors. Except as set forth below, neither SLK nor I hold directly any claim, debt or equity security of the Debtors. To the best of my knowledge, no SLK employees hold any claim, debt or equity security of the Debtors.

3. To the best of my knowledge and information, no partner or employee of SLK has been, within two years from the Petition Date, a director, officer or employee of the Debtors as specified in Bankruptcy Code section 101(14)(B).

4. SLK does not have an interest materially adverse to the interests of the Debtors’ estates or of any class of creditors or equity security holders of the Debtors, by reason of any

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are SD-Charlotte, LLC (7237); RTHT Investments, LLC (2540); SD Restaurant Group, LLC (0331); SD-Missouri, LLC (8294); and Southern Deli Holdings, LLC (9425).

direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

5. SLK does not currently represent the Debtors or, except as set forth herein, to the best of my knowledge and information, any of their related parties, affiliates, partners, or subsidiaries. Moreover, SLK will not undertake the representation of any party other than the Committee in connection with these Chapter 11 Cases.

6. To the best of my knowledge and information, SLK neither holds nor represents any interest adverse to the Committee, the Debtors, their creditors or other parties in interest or their respective attorneys in these Chapter 11 Cases. Furthermore, to the best of my knowledge, information and belief, neither I nor any member of my firm (i) is a relative of any of the judges who serve at the United States Bankruptcy Court for the Western District of North Carolina, including Chief Judge Beyer, the presiding judge in these Chapter 11 Cases; and/or (ii) is a relative of any person employed by the Office of the United States Bankruptcy Administrator for the Western District of North Carolina. Based upon information available to me, I believe that SLK is a “disinterested person” within the meaning of Bankruptcy Code section 101(14).

7. In preparing this Declaration, SLK has examined its database of existing and former clients to determine whether it had or has any connections with parties in interest in the Chapter 11 Cases. Specifically, SLK’s analysis included an examination of (i) the Debtors; (ii) the Debtors’ top 30 unsecured creditors on a consolidated basis (as reflected on the Debtors’ petitions); (iii) secured and unsecured creditors as noted on the attached Schedule 1 to this declaration; and (iv) against a list of SLK’s current and former engagements and clients. The parties searched are shown on Schedule 1 hereto. I am presently aware of the current representations of potential parties in interest and certain of their affiliates listed on Schedule 2 hereto. In addition, I am presently aware of representations that SLK considers former representations (all of which ceased prior to February 1, 2020) of potential parties in interest and certain of their affiliates listed on Schedule 3 hereto. Except as otherwise specifically disclosed herein, the representations listed on Schedules 2 and 3 are wholly unrelated to the Debtors or their Chapter 11 Cases.

8. Notwithstanding the scope of the conflicts check conducted, as of the date hereof the Debtors have not yet filed their schedules, and as such SLK’s review of the full creditor body for purposes of identifying and disclosing connections with these entities is ongoing. Further, as the creditor list is evolving, SLK reserves the right to supplement these disclosures. In light of the extensive number of creditors and other parties in interest, neither I nor SLK are able to conclusively identify all potential relationships at this time. SLK will supplement this Declaration, if necessary, as further information is obtained.

9. In the ordinary course of its practice, SLK—with over 250 attorneys in offices located in Tampa and Sarasota, Florida; Bloomfield Hills, Michigan; Toledo and Columbus, Ohio; and Charleston, South Carolina—has formerly represented or continues to represent the individuals or entities listed on Schedule 2 and Schedule 3 on matters wholly unrelated to the Debtors or their Chapter 11 Cases. The Committee has no objection to these matters. SLK’s relationship with these individuals and entities will not impair or affect SLK’s ability to

discharge its duties to the Debtors and their estates. Based upon the results of the conflicts check, and except as listed on Schedule 3, I am presently unaware of former representations of potential parties in interest. SLK will supplement this Declaration to the extent any other connections are determined.

10. SLK has not received any compensation from the Committee or its members and is not holding a retainer in connection with these Chapter 11 Cases.

11. SLK has agreed to be employed by the Committee at the firm's customary, hourly rates for comparable matters, including paralegal services, and understands that the firm's compensation is to be paid and the expenses and costs are to be reimbursed pursuant to orders of this Court and are subject to the Court's approval and/or pursuant to any administrative procedures established by Order of the Court.

12. SLK's current standard hourly rates are as follows: (a) David H. Conaway \$695.00, (b) Ronald D.P. Bruckmann \$490.00, and (c) Cheryl P. Elgin \$290.00.

13. The hourly rates referenced above are subject to periodic adjustments to reflect economic and other conditions.

14. The referenced hourly rates are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

15. No promises have been received by the Firm or by any member, counsel or associate thereof as to compensation in connection with these Cases, other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: March 6, 2020

/s/ David H. Conaway
David H. Conaway

SCHEDULE 1

Schedule 1

Potential Parties in Interest

Equity Owners

John Clark
Merrick McKinnie
Jeff Lindquist
D&A Partners LLP
Hirshfield Real Estate Group, Inc.
Tower-Gil Holdings LLC
Minacake LLC
Southern Deli Holdings LLC
Yaron Goldman

Secured Parties

Bridge Funding Group, Inc.
Corporation Service Co.
US Foods, Inc.
Dimension Funding, LLC
Amur Equipment Finance, Inc.
CT Corporation System
Store Master Funding III, LLC
CC Funding

MLA Parties

Itria Ventures LLC
Advantage Platform Services, Inc., (dba) Advantage Capital Funding
TVT 2.0, LLC
Libertas Funding, LLC
Region Capital
BMF Capital, LLC
AJ Equity Group LLC
EBF Partners, LLC (dba Everest Business Funding)
EIN CAP, Inc.
APP Funding LLC
Royal Business Group, LLC
Mantis Funding, LLC

Landlords

FTS Berewick, LLC
IA Matthews Sycamore, L.L.C.
RFR, LLC
Cary Development Partners, LLC
521 Partners, LLC
PHD @ Skibo II, LLC
M&M of Berewick, LLC
The Wallace Indian Land LLC
GB Amberly Place, LLC
New Mountain, LLC
Matthews Festival, LP

Glenwood Brawley Company, L.L.C.
CK Rivergate Expansion LLC
NWWP LP
Heritage Outparcels, LLC
SDI of Pigeon Forge, LLC
SD Real Estate Holdings LLC
Boom Holdings, LLC
Spirit Master Funding, LLC
Wlodzimierz Szpikowski and Elizabeth Szpikowski
1319 State Street Owner LLC
1810 Wynnton Road LLC
Joe Macione, Jr. and Annette P. Macione
NADG NNN SDI-VIC (GA) LP
NADG NNN SDI-Whit (GA) LP
Roger and Rebecca Atkinson Family Trust
Michael E. Haupt as Trustee under the Haupt Family Trust Dated July 16, 1997
Vasilios Gatsios and Eleni Gatsios, Trustee of the Gatsios Living Trust Dated November 14, 2011
Pilar's, L.L.C.
National Retail Properties, L.P.

SD-Charlotte, LLC Creditors

ADCO CLEANING SERVICES INC
ADVANCED REFRIGERATION SERVICES LLC
AIRGAS INC
AIRGAS NATIONAL CARBONATION
AMS CONTRACTORS INC
BARCO UNIFORMS INC
BIMBO BAKERIES USA
BLUE CROSS BLUE SHIELD
BULBS COM INC
BURKE COUNTY TAX COLLECTOR
CATAWBA COUNTY TAX COLLECTOR
CATAWBA COUNTY TAX COLLECTOR
COMMERCIAL LIGHTING SUPPLY INC
DANIEL M GERNANZ
DOT-IT
DREW PEARSON COMPANY LLC
DUKE ENERGY-70516
ECOLAB PEST ELIMINATION DIV
GASKETS ROCK INTERNATIONAL INC
GASTON COUNTY TAX COLLECTOR
GASTON COUNTY TAX COLLECTOR-PROP TAX
HAGAR RESTAURANT SERVICE INC
HERITAGE
HM ELECTRONICS INC
HOLSTON GASES TRI CITIES
IREDELL COUNTY TAX COLLECTOR-PROP TAX
KESCOR INC
KINGTON SEWER SEPTIC DRAIN CLEANING SERVICE INC
KNOXVILLE DOOR LLC
LAKESIDE COMMERCIAL REFRIGERATION LLC
LOOMIS
MECKLEMBURG COUNTY TAX COLLECTOR-PROP TAX
MIDWEST BADGE CORP

NC DEPT OF TRANSPORTATION
P AND M HOLDING GROUP LLP
PETER H BRENN
PRICE DAVIS LLC
PRO SERVICES OF LAKE NORMAN LLC
RC SPORTS INC
REINHART FOODSERVICE LLC
RENTOKIL NORTH AMERICA INC
RF TECHNOLOGIES INC.
SDI OF PIGEON FORGE LLC
SHOES FOR CREWS INC
SNAGAJOB COM INC
SONIC INDUSTRIES INC
SOUTHEASTERN PROTECTION SERVICES INC
STAFFORD-SMITH INC
STALEY INC
TOWN OF INDIAN TRAIL TAX COLLECTOR
UNION COUNTY TAX COLLECTOR
US FOODS INC
VALLEY PROTEINS INC
WELLMANS LAWCARE AND LANDSCAPE LLC
WHALEY FOODSERVICE
WIND RIVER ENVIRONMENTAL LLC
WINDSTREAM-9001908
WOOD CATAWBA CENTER LLC
X-PRESS SIGNS GRAPHICS
SEVIER COUNTY TRUSTEE

SD OXI LLC Creditors

ADFINITELY LLC

Southern Deli Holdings, LLC Creditors

INTERNAL REVENUE SERVICE

SD Missouri, LLC Creditors

MIDWEST SYSTEMS & SERVICES
COLUMBUS WATER WORKS
FEDERAL EXPRESS INC/OKC
COCA-COLA NORTH AMERICA
MONTGOMERY WATER WORKS
CARRCO
HOLSTON GASES TRI CITIES
DYKES RESTAURANT SUPPLY INC
QUICK PASS CUSTOMER SERVICE CENTER
MARSHALL SHREDDING CO LLC
LOCKE PLUMBING AND ELECTRIC CO INC
CARLISLE FOOD SERVICE INC

TOASTER CONNECTION
PITNEY BOWES POSTAGE BY PHONE
LIFESTREAM WATER SYSTEMS INC
ROGERSVILLE WATER DEPARTMENT
ARTHUR JOSEPH STANDEN III
ADVERTISING ANYTHING INC
SCP DISTRIBUTION LLC
GREENSWEEP CLEANING AND MAINTENANCE LLC
WINDSTREAM-9001908
CHARTER COMMUNICATIONS HOLDINGS LLC
HEARN SERVICES INC
TRI CITIES LOCK AND SAFE LLC
BRANDON COLLINS
ARC3 GASES FORMERLY ARCET
ARTHUR G ARSENEAU
SCOTT E MORRIS
KINGS COUNTRY PRODUCE
INTELLICORP RECORDS INC
KINGTON SEWER SEPTIC DRAIN CLEANING SERVICE INC
WEX BANK
ENJOY LLC
MERRICK MCKINNIE
COLLIER SERVICES LLC
MIDWEST BADGE CORP
GASKETS ROCK INTERNATIONAL INC
ASSEMBLED PRODUCTS CORP
OPTEC DISPLAYS INC
SUPERIOR GROUP OF COMPANIES INC
SHIELDS ELECTRONICS SUPPLY INC
COMMERCIAL ELECTRONICS INC
MARSHALL COUNTY GAS DISTRICT
MTP LLC
KNOXVILLE DOOR LLC
STAPLES INC
TR LAWING REALTY INC
WINDSTREAM 9001013
DAVIDSON AND DAVIDSON CORP
COLE PLUMBING INC
THE SHERWIN WILLIAMS CO
DREW PEARSON COMPANY LLC
THE GASKET GUY NORTH ALABAMA
BEE SAFE LOCK & KEY INC
COMMERCIAL LIGHTING SUPPLY INC
S&S PROMOTIONS INC
ATMOS
WE CUT LAWN & LANDSCAPING LLC
JUST 4 DOORS COM INC
CERTIFIED COMMERCIAL SERVICE & EQUIPMENT
RAYWOOD LANDSCAPE CENTER INC
MC BUILDERS LLC
PITNEY BOWES CREDIT CORP-1248394
LOWES COMPANIES INC
DAYMARK SAFETY SYSTEMS
SPIRE
JB CONSTRUCTION GROUP INC
FABCON INC

HIGHERME
WARNER WORKS LLC
ADVANCED ELECTRICAL SERV SOLUTIONS LLC
MF PLUMBING NINJAS OF VIRGINIA LLC
COTTON CUSTOM METALS LLC
HUGHES NETWORK SYSTEMS LLC
UNIVERSAL ATLANTIC SYSTEMS INC
RC SPORTS INC
GROUP 11 ADVISORS LLC
HUNTER L JACKSON
ELEAS SIGN INC
L AND W SUPPLY CORP
GASKET GUY OF CENTRAL GA
MICHELLE D MCBRIDE
JAMES K FUNK
BRANDON TURNER
DIXIE ELECTRIC PLUMBING & AIR
NICHIIHA USA INC
COLORADOS BEST LANDSCAPING LLC
STALEY INC
DAVID B NIX
PEAKSVIEW LANDSCAPING LLC
SEE THE MATRIX INC
BRIGHTRIDGE
APPALACHIAN POWER
AMERICAN HEATING AND COOLING INC
JEREMY SCOTT MCNUTT
NRCE INC
HERITAGE
RF TECHNOLOGIES IN
FUSION CLOUD SERVICES LLC
PARTS TOWN LLC
NORTH HILLS OWNER LLC
HM ELECTRONICS INC
RINNAI AMERICA CORP
COMPLETE GRAPHICS INC
JORDAN ELECTRIC CO INC
SOUTHERN MECHANICAL AIR & REFRIGERATION
VALLEY PROTEINS INC
ADCO CLEANING SERVICES INC
VIVID INK INC
VIDEO SECURITY SOLUTIONS LLC
LOVELACE PLUMBING COMPANY
DOT-IT
CORELL ELECTRICAL CONTRACTORS INC
MONSTERBELLE LLC
TFS LEASING
SNAGAJOB COM INC
JEFFREY H LEAVINS
CHRISTOPHER S LOVETT
SOUTHEAST TOYOTA FINANCE
WELLS FARGO FINANCIAL SERVICES
S&S LAWN SERVICE LLC
MAILSOUTH INC
RED BOOK CONNECT LLP
PARAGON LANDSCAPE SERVICES LLC

TECHNIPAL LLC
X-PRESS SIGNS GRAPHICS
RESTAURANT EQUIPMENT MAINT CO LLC
BLAISING FIRE & WATER INC
ACCOUNTEMPS
ECOLAB PEST ELIMINATION DIV
SOUTHEASTERN PROTECTION SERVICES INC
SHOES FOR CREWS LLC
JONES-MCLEOD INC
GOODWIN RECRUITING LLC
VASILIOS GATSIOS
BHT GREASE TRAP SERVICES INC
ROGER WILLIAM ATCKISON
CLAUDE AND SUSAN S GOLD
VOSTOK COLD SOLUTIONS
RICHARD JONES
ROBERT L MAESTRI-NC OFFICE
ARTURO LANUZA
ROBERT OHARA
NOVANT HEALTH
THE KULLMAN FIRM
BARCO UNIFORMS INC
WLODZIMIERZ JAN SZPIKOWSKI
NUARX INC
NADG NNN SDI VIC GA LLP
JOE MACIONE JR
STAFFORD-SMITH INC
CARL RAY LECROIX II
DANIEL M GERNANZ
MINACAKE
GREER WALKER LLP
MICHAEL E HAUPT
ADVANTAGE II
MUSCOGEE COUNTY
P AND M HOLDING GROUP LLP
HUNTER MECHANICAL LLC
NUCO2
SERVICE PROPERTIES TRUST CORP
HAGAR RESTAURANT SERVICE INC
MOORE & VAN ALLEN PLLC
DAVID JOE PHILLIPS
SPIRIT REALTY LLP
RPSC GREENWOOD RETAIL LLP
IPFS CORPORATION
CHENEY BROTHERS INC
BIMBO BAKERIES USA
PRITCHARD AND JERDEN
LOOMIS
BLUE CROSS BLUE SHIELD
NATIONAL RETAIL PROPERTIES INC
REINHART FOODSERVICE LLC
US FOODS INC
MERCHANTS FOOD SERVICES
SONIC INDUSTRIES INC
CITY OF JOHNSON CITY
CITY OF KNOXVILLE

MUSCOGEE COUNTY
TOWN OF MARION
TREASURER CITY OF ROANOKE
AMERICAN LOCK & KEY INC
ASHTON BRITT SERVICE COMPANY INC
AVR CPC ASSOCIATES
ECOLAB PEST ELIMINATION DIV
HUNTSVILLE UTILITIES
LIGHTHOUSE SUPPLY COMPANY INC
MCPL UTILITIES BOARD OF ALBERTVILLE
NORTH ALABAMA GLASS CO INC
PDS INC
REDI-FIX REPAIR
REPUBLIC SERVICES #633
ROANOKE GAS COMPANY
TYCO FIRE AND SECURITY US MANAGEMENT INC
VALLEY PROTEINS INC

SD Restaurant Group Creditors

AIRGAS NATIONAL CARBONATION
ARAMARK UNIFORM AND CAREER APPAREL GROUP INC
B&B EXTREME CLEANING
BLUE CROSS BLUE SHIELD
CORNERSTONE IMPRESSIONS LLC
COZZINI BROS INC
DAC SERVICES INC
DAYMARK SAFETY SYSTEMS
DOT-IT
DUKE ENERGY-70516
ECOLAB INC
FOSTER CAVINESS COMPANY INC
FUZZYS TACO OPPORTUNITIES LLC
HOTEL & RESTAURANT SUPPLY
IA MATTHEWS SYCAMORE LLC DEPT 44581
METLIFE GROUP BENEFITS-DENTAL
NCR LOCAL DFW
P AND M HOLDING GROUP LLP
PB PARENT LLP
PERFORMANCE FOOD SERVICE
PETER PIPERS INC
RENTOKIL NORTH AMERICA INC
SHOES FOR CREWS INC
SNAGAJOB COM INC
SONITROL SECURITY-CHARLOTTE
SQUEEGEE PROS INC
SSDC
THE OLDE MECKLENBURG BREWERY
TWC SERVICES INC
US FOODS INC
VALLEY PROTEINS INC
WHALEY FOODSERVICE

RTHT Creditors

BUNCOMBE COUNTY TAX COLLECTIONS
IREDELL COUNTY TAX COLLECTOR-PROP TAX
MECKLEMBURG COUNTY TAX COLLECTOR-PROP TAX
WAKE COUNTY REVENUE DEPT
AIRGAS INC
AIRGAS NATIONAL CARBONATION
AMS CONTRACTORS INC
ANDERSON LAWN CARE LLC
ARAMARK UNIFORM AND CAREER APPAREL GROUP INC
B&B EXTREME CLEANING
BEREWICK PROPERTY PARTNERS LLC
BLUE CROSS BLUE SHIELD
CINTAS CORPORATION
COMMON HEART
COZZINI BROS INC
DAVID HECK
DAVID KENNEDY
DAYMARK SAFETY SYSTEMS
DUKE ENERGY-70516
EDWARD DON AND CO HOLDINGS LLC
FOOD BANK OF CENTRAL AND EASTERN NC
FOSTER CAVINESS COMPANY INC
GOODWIN RECRUITING LLC
GREEN LEVEL HIGH SCHOOL
GREER WALKER LLP
GSM SERVICES INC
HALPERN OGDEN LLC
IVT CREEDMOOR RALEIGH LLC
JEFFREYS GROVE ELEMENTARY SCHOOL
LAKE NORMAN HIGH SCHOOL FBLA
M3 MESSENGER
MANNA FOOD BANK
MAPP ENTERPRISE INC
MOD PIZZA
NU ORDER TECHNOLOGIES LLP
P AND M HOLDING GROUP LLP
PB PARENT LLP
PERFORMANCE FOOD SERVICE
PHD@SKIBO II LLC
PITTSBURGH POS
PORT CITY THUNDER
RED TRUCK MEDIA INC
RENTOKIL NORTH AMERICA INC
RMS LLC
SMITH AND GREENE COMPANY INC
SONITROL SECURITY SYSTEMS OF THE TRIANGLE
SONITROL SECURITY-CHARLOTTE
SSDC
STM COMMUNICATIONS INC
TAYLOR ENTERPRISES OF VA LLC
THE OLDE MECKLENBURG BREWERY
THE WALLACE INDIAN LAND LLC
TRUSTWAVE HOLDINGS INC
UNIVERSAL ATLANTIC SYSTEMS INC

WIND RIVER ENVIRONMENTAL LLC
WINDSTREAM 9001013

SCHEDULE 2

Ongoing Current Unrelated Representations of Potential Parties in Interest

Advantage Capital Funding

Federal Express (Ground)

Duke Energy Corporation

Greer Walker LLP

Novant Health

The Sherwin-Williams Company

Superior Uniform Group, Inc.

SCHEDULE 3

**Former Unrelated Representations of Potential Parties in Interest (all of which have
ceased as of February 2020)**

Midwest Systems, Inc.

Metropolitan Life

Moore & Van Allen PLLC (service of subpoena in Cuyahoga County, Ohio)

Pitney Bowes, Inc.

Price Davis LLC

Republic Services of Charlotte, LLC

Stafford-Smith, Inc.

Wells Fargo